

**UNITED STATES DISTRICT COURT  
DISTRICT OF DELAWARE**

Civil Action Number: 07- CV-341

SPIRIT AIRLINES, INC.,

Plaintiff,

vs.

24/7 REAL MEDIA, INC., ADVERTISING. COM, INC.  
AMERICA ONLIN, INC., d/b/a AOL, BURST MEDIA  
CORPORATION, CARROLTON BANK,  
CHEAPFLIGHTS (USA), INC.,  
ECHO TARGET, INC., HOTWIRE, INC., INTERCEPT  
INTERACTIVE, INC., PRICELINE.COM, LLC,  
RACKSPACE, LTD., SHERMANS TRAVEL, INC.,  
SIDESTEP, INC, SMARTER LIVING, INC., et. al.,

Defendants.

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**JOINT MOTION FOR ADDITION OF PARTY DEFENDANTS**

Plaintiff SPIRIT AIRLINES, INC., ("Spirit") and Defendant VALUECLICK, INC., ("ValueClick"), by and through their respective undersigned counsel, and with the agreements of MEDIAPLEX, INC., ("Mediaplex") and VALUE CLICK, MEDIA ("ValueClick Media") respectfully move this Court for the entry of an Order adding Mediaplex, and ValueClick Media as a party Defendants as to all of the interests which are the subject matter of the instant Interpleader action. In support of their motion, Spirit and ValueClick would show as follows:

1. This matter is before the Court on the Complaint for Interpleader ("Complaint"). By this action, Plaintiff Spirit is seeking, *inter-alia*, an Order permitting Spirit to deposit a sum certain with the Court registry in as Eisner Funds, and extinguishing with finality all claims of all

defendants, and all other persons or entities who have or may have any right title or interest to the Eisner funds.

2. ValueClick Media, a wholly owned subsidiary of ValueClick entered into contracts with Eisner to provide various services and being the proper party to this lawsuit, should be added as a party defendant.

3. Mediaplex, a wholly owned subsidiary of ValueClick entered into contracts with Eisner to provide various services and being the proper party to this lawsuit, should be added as a proper party defendant.

4. Mediaplex, and ValueClick, Media through their counsel, have authorized the movants to advise the Court that they agree to the relief requested in this motion and agree to the form of the Order submitted herewith.

WHEREFORE, based upon the foregoing, movants respectfully request the Court to enter the Agreed Order submitted herewith and for such other relief as the Court deems just and proper.


Dated: November 15, 2007

/s/ Amy D. Brown

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SIDESTEP, INC, SMARTER LIVING, INC., et. al.,  
Defendants.

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**ORDER APPROVING JOINT MOTION FOR ADDITION OF PARTY DEFENDANTS**

THIS CAUSE having come on to be heard upon Plaintiff SPIRIT AIRLINES, INC. and Defendant VALUECLICK, INC.,’s Joint Motion For Addition Of Party Defendants (“Motion”), and the Court having reviewed the Motion and the Court file, and being otherwise duly advised in the premises, it is,

ORDERED and ADJUDGED that:

1. Said Motion be, and same, is GRANTED.
2. VALUECLICK, MEDIA is hereby added as a party Defendant in the instant action.
3. MEDIAPLEX INC., is hereby added as party Defendant. in the instant action.

DONE and ORDERED in Chambers at Delaware this \_\_\_\_ day of September, 2007.

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UNITED STATES DISTRICT COURT JUDGE

**CERTIFICATE OF SERVICE**

I hereby certify that on the 15th day of November, 2007, I caused a copy of the foregoing document be served on the following counsel at the address listed below and in the manner indicated:

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